

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized officers of the parties hereto as of the date first written above.

SOUTHERN NEW ENGLAND
TELECOMMUNICATIONS CORPORATION

By: 

Name:

Title:

SBC COMMUNICATIONS INC.

By: _____

Name:

Title:

EXHIBIT B

Amendments to Company By-laws

Amendments to the By-laws of the Company

Article II and Article III of the By-laws of the Company shall be amended at the Effective Time to read in their entirety as follows:

"ARTICLE II

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, subject to any limitation set forth in the Certificate of Incorporation. The Board of Directors shall consist of one or more members ("Directors"), the number thereof to be determined from time to time by the Board or by the holders of shares of the Corporation entitled to vote generally in the election of Directors, except as a greater number may be required to give effect to the rights of the holders of any class of preferred or preference stock or any series thereof to elect additional Directors under specified circumstances. Directors need not be shareholders and shall be elected and shall hold office in accordance with the provisions of the Certificate of Incorporation and these By-laws.

Subject to the rights of the holders of any class of preferred or preference stock or any series thereof to elect additional Directors under specified circumstances, vacancies in the Board resulting from any increase in the number of directorships or any vacancies resulting from death, resignation, disqualification, removal from office or other cause shall be filled by a majority vote of the Directors then in office even though less than a quorum of the Board, or by the sole remaining Director, and Directors so chosen shall hold office until the next annual meeting of shareholders following their election and until such Directors' successors shall have been elected and qualified. A reduction of the number of directorships shall not remove any Director in office or shorten his term.

Subject to the rights of the holders of any class of preferred or preference stock or any series thereof to elect Directors under specified circumstances, any Director may be removed from office at any time, but only either (i) by the vote of the holders of a majority of the shares of the Corporation then entitled to vote generally in the election of Directors, with or without cause, at a meeting called for the purpose of removing such Director, the notice for which meeting must state that the purpose of the meeting, or one of the purposes, is removal of the Director or (ii) by the Board pursuant to a resolution approved by a majority of the entire Board, upon not less than ten or more than sixty days' written notice of the meeting at which said resolution is to be presented.

At the meeting of the Directors held immediately after the annual meeting of the shareholders, or at any meeting of the Directors held in lieu of such meeting, the Board

shall elect a Chairman of the Board, a President, a Secretary and other officers of the Corporation.

ARTICLE III

MEETINGS OF DIRECTORS

Regular meetings of the Directors may be held at such place within or without the State of Connecticut and at such time as the Directors may from time to time determine, and if so determined notice thereof need not be given.

Special meetings of the Directors may be held at any time or place whenever called by the Chairman of the Board, by the Chief Executive Officer or by any two directors. A written or printed notice of the time and place of every special meeting of the Board shall be given by the Secretary by mailing such notice to each and every Director, addressed to him at his usual place of business or such address as may appear on the books of the Corporation, at least two days before the time named for the meeting or by providing notice personally, telephonically or by telegram or telecopy at least 24 hours before such meeting. Such notice need not describe the purpose of the special meeting.

Except as otherwise provided by law, at all meetings of the Directors one-third of the entire Board shall constitute a quorum. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, at any meeting of the Board at which a quorum is present at the time, the act of a majority of the Directors present at the meeting shall be the act of the Board."

EXHIBIT C

Company Affiliate's Letter

Form of Company Affiliate's Letter

_____, 1998

SBC Communications Inc.
175 East Houston
San Antonio, Texas 78205

Ladies and Gentlemen:

The undersigned is a holder of shares of Common Stock, par value \$1.00 per share ("SNET Common Stock"), of SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION, a Connecticut corporation ("SNET"). Pursuant to the terms of that certain Agreement and Plan of Merger, dated as of January 4, 1998, among SNET, SBC Communications Inc., a Delaware corporation ("SBC"), and SBC (CT), Inc., a Connecticut corporation and a wholly-owned subsidiary of SBC ("Merger Sub"), Merger Sub will be merged with and into SNET and SNET will become a wholly owned subsidiary of SBC (the "Merger"). In connection with the Merger, the undersigned, as a holder of SNET Common Stock, will be entitled to receive Common Stock, par value \$1.00 per share, of SBC (the "Securities") in exchange for the shares of SNET Common Stock held by the undersigned at the effective time of the Merger.

The undersigned acknowledges that the undersigned may be deemed an "affiliate" of SNET within the meaning of Rule 145 ("Rule 145") promulgated under the Securities Act of 1933, as amended (the "Act"), and/or as such term is used in and for purposes of Accounting Series Release Nos. 130 and 135, as amended, of the Securities and Exchange Commission (the "Commission"), although nothing contained herein shall be construed as an admission of such status.

If in fact the undersigned were an affiliate of SNET under the Act, the undersigned's ability to sell, assign or transfer any Securities received by the undersigned in exchange for any shares of SNET Common Stock pursuant to the Merger may be restricted unless such transaction is registered under the Act or an exemption from such registration is available. The undersigned understands that such exemptions are limited and the undersigned has obtained advice of counsel as to the nature and conditions of such exemptions, including information with respect to the applicability to the sale of such Securities of Rules 144 and 145(d) promulgated under the Act.

SBC Communications Inc.

_____, 1998

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The undersigned hereby represents to and covenants with SBC that it will not sell, assign or transfer any Securities received by the undersigned in exchange for shares of SNET Common Stock pursuant to the Merger except (i) pursuant to an effective registration statement under the Act, (ii) by a sale made in conformity with the volume and other limitations of Rule 145 (and otherwise in accordance with Rule 144 under the Act, if the undersigned is an affiliate of SBC and if so required at the time) or (iii) in a transaction which, in the opinion of independent counsel reasonably satisfactory to SBC or as described in a "no-action" or interpretive letter from the Staff of the Commission, is not required to be registered under the Act.

The undersigned understands that SBC is under no obligation to register the sale, transfer or other disposition of the Securities by the undersigned or on behalf of the undersigned under the Act or to take any other action necessary in order to make compliance with an exemption from such registration available solely as a result of the Merger.

In the event of a sale of Securities pursuant to Rule 145, the undersigned will supply SBC with evidence of compliance with such Rule, in the form of customary seller's and broker's Rule 145 representation letters or as SBC may otherwise reasonably request. The undersigned understands that SBC may instruct its transfer agent to withhold the transfer of any Securities disposed of by the undersigned in a manner inconsistent with this letter.

The undersigned acknowledges and agrees that appropriate legends will be placed on certificates representing Securities received by the undersigned in the Merger or held by a transferee thereof, which legends will be removed (i) by delivery of substitute certificates upon receipt of an opinion in form and substance reasonably satisfactory to SBC to the effect that such legends are no longer required for the purposes of the Act and the rules and regulations of the Commission promulgated thereunder or (ii) in the event of a sale of the Securities which has been registered under the Act or made in conformity with the provisions of Rule 145.

The undersigned further represents to and covenants with SBC that (i) the undersigned will not, during the 30 days prior to the effective time of the Merger sell, transfer or otherwise dispose of, or reduce any risk relative to, any securities of SNET or SBC, and (ii) the undersigned will not sell, transfer or otherwise dispose of, or reduce any risk relative to, the Securities received by the undersigned in the Merger or any other shares of the capital stock of SBC until after such time as financial results covering at least 30 days of post-Merger operations of SBC (including the combined operations of SNET and SBC) have been published by SBC in the form of a quarterly earnings report, an effective

SBC Communications Inc.

_____, 1998

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registration statement filed with the Commission, a report to the Commission on Form 10-K, 10-Q or 8-K, or any other public filing or announcement which includes such results of operations, except in the cases of clauses (i) and (ii) of this paragraph to the extent permitted by, and in accordance with, SEC Accounting Series Release 135 and SEC Staff Accounting Bulletins 65 and 76 if and to the extent that such Release and Bulletins remain in full force and effect at the relevant time.

I further understand and agree that this letter agreement shall apply to all shares of SNET Common Stock and shares of SBC Common Stock that I am deemed to beneficially own pursuant to applicable federal securities law.

The undersigned acknowledges that it has carefully reviewed this letter and understands the requirements hereof and the limitations imposed upon the distribution, sale, transfer or other disposition of Securities.

Sincerely,

[NAME OF SNET AFFILIATE]

EXHIBIT D

Form of SBC Affiliate's Letter

Form of SBC Affiliate's Letter

_____, 1998

SBC Communications Inc.
175 East Houston
San Antonio, Texas 78205

Ladies and Gentlemen:

The undersigned is a holder of shares of Common Stock, par value \$1.00 per share (the "Securities"), of SBC COMMUNICATIONS INC., a Delaware corporation ("SBC"). Pursuant to the terms of that certain Agreement and Plan of Merger, dated as of January 4, 1998, among SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION, a Connecticut corporation ("SNET"), SBC, and SBC (CT) Inc., a Connecticut corporation and a wholly-owned subsidiary of SBC ("Merger Sub"), Merger Sub will be merged with and into SNET and SNET will become a wholly owned subsidiary of SBC (the "Merger").

The undersigned acknowledges that the undersigned may be deemed an "affiliate" of SBC as such term is used in and for purposes of Accounting Series Release Nos. 130 and 135, as amended, of the Securities and Exchange Commission (the "Commission"), although nothing contained herein shall be construed as an admission of such status.

The undersigned hereby represents to and covenants with SBC that the undersigned will not, during the 30 days prior to the effective time of the Merger sell, transfer or otherwise dispose of, or reduce any risk relative to, the Securities or any other shares of the capital stock of SBC until after such time as financial results covering at least 30 days of post-Merger operations of SBC (including the combined operations of SNET and SBC) have been published by SBC in the form of a quarterly earnings report, an effective registration statement filed with the Commission, a report to the Commission on Form 10-K, 10-Q or 8-K, or any other public filing or announcement which includes such results of operations, except to the extent permitted by, and in accordance with, SEC Accounting Series Release 135 and SEC Staff Accounting Bulletins 65 and 76 if and to the extent that such Release and Bulletins remain in full force and effect at the relevant time.

I further understand and agree that this letter agreement shall apply to all Securities that I am deemed to beneficially own pursuant to applicable federal securities law.

SBC Communications Inc.

_____, 1998

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The undersigned acknowledges that it has carefully reviewed this letter and understands the requirements hereof and the limitations imposed upon the sale, transfer or other disposition of Securities.

Sincerely,

[NAME OF SBC AFFILIATE]

Schedule 1

The Southern New England Telephone Company
SNET America, Inc.
SNET Information Services
Springwich Inc.
SNET Cellular, Inc.
SNET Personalvision, Inc.

ATTACHMENT C

CERTIFIED LOCAL EXCHANGE CARRIERS

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DPUC CARI

CLEC APPLICATIONS					(CLEC= Certified Local Exchange Company)	
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No.	Docket Number	Applicant Name	Decision Date	CPCN Approve	Proposed Area	Contact Info
1	96-01-06	AT&T	2/28/96	y	statewide	Atty K. White, Rm 2700, 32 Ave of Americas, NY,NY10013
2	97-08-29	ACC Long Distance of CT Corp.	10/8/97	y	New London/New Haven	400 West Avenue, Rochester, New York, 14611
3	97-05-21	Access Network Systems, Inc.	7/2/97	y	statewide	300 West Service Road, Chantilly, VA 22021
4	95-07-08	Brooks Fiber Communications of CT, Inc.	8/16/95	y	statewide	425 Woods Mill Rd, So. Town & Country, MO 63017
5	95-10-32	Cable and Wireless, Inc.	11/29/95	y	all but Greenwich	1919 Gallows Road, Vienna VA 22182
6	95-07-19	Cablevision Lightpath of CT, Inc	7/17/96	y	Stmfd, Bgpt, NL, Torr	111 New South Road, Hicksville, NY 11801
7	97-04-18	Capital Telecommunications, Inc. (CTI)	5/21/97	y	statewide	96 South George Street, York, PA 17401
		Comcast Telephony Communications of CT, Inc.			Danielson, Torrington, NL, Danbury, New Haven, Hartford East	
8	97-08-11		10/22/97	y		1500 Market Street, Philidelphia, PA 19102-2148
9	96-11-18	Commonwealth Long Distance Company Connecticut Telephone and Communication Systems, Inc.	1/8/97	y	statewide	105 Carnegie Center, Princeton, NJ 08540
10	96-03-16	Cox Connecticut Telcom, L. L. C.	7/31/96	y	statewide	1271 South Broad Street, Wallingford, CT 06492
11	97-03-26	CRG International d/b/a Network One	7/9/97	y	statewide	801 Parker Street, Manchester, CT 06040
12	97-01-19	Dial & Save of Connecticut, Inc.	3/12/97	y	statewide	2000 Riveredge Parkway, Suite 900, Allanta, GA 30328
13	96-06-04	Easton Telecom Services, Inc.	7/17/96	y	statewide	4219 Lafayette Center Drive, Chantilly, VA 22021-1209
14	97-04-35	Excel Telecommunications, Inc.	6/25/97	y	statewide	4646 E. Strretsboro Road, P. O. Box 550, Richfield, OH 4428
15	96-06-07	GE Capital Communications et al	7/17/96	y	statewide	8750 North Central Expressway, Dallas, TX 75231
16	96-10-03	Group Long Distance, Inc.	11/13/96	y	statewide	6540 Powers Ferry Road, Atlanta, GA 30339
17	97-08-23	GTE Communications Corp.	10/8/97	y	statewide	1451 W. Cypress Creek Road, Suite 200, Fort Lauderdale, FL 33309
18	97-09-32	Intermedia Communications, Inc	10/28/97	y	statewide	1200 Walnut Hill Lane, Suite 2000, Irving, TX 75038
19	96-12-09	LCI International Telcom Corp.	4/9/97	y	statewide	3625 Queen Palm Drive, Tampa, FL 33619
20	96-03-02	LDM Systems, Inc.	4/9/96	y	statewide	8180 Greensboro Drive, Suite 800, McLean, VA 22102
21	97-05-07	MCI Metro	8/13/97	y	statewide	254 South Main Street, New City, NY 10956
22	95-08-12	MFS Intellenet	9/13/95	y	statewide	2250 Lakeside Blvd, Richardson, TX 75082
23	95-05-20	Mode 1	6/28/95	y	Hfd C, Hfd W, Torr, Stam, Danielsn, NL	6 Century Drive, Su.300, Parsippany, NJ 07054
24	97-08-27		10/8/97	y	statewide	107 Selden Street, Berlin, CT 06037

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25	97-07-17	Partner Communications Group, LLC	9/3/97	y	statewide	c/o Technologies Management, Inc., 210 N. Park Ave., P. O. Drawer 200, Winter Park, FL 32790
26	97-03-17	SNET America, Inc.	6/25/97	y	statewide	127 Washington Avenue, North Haven, CT 06473
27	94-07-03	Sprint	5/1/96	y	statewide	8140 Ward Parkway, Kansas City, MO 64114
28	94-07-03	TCG Connecticut	7/3/95	y	statewide	Two Teleport Drive, Suite 300, Staten Island, NY 10311-1004
29	96-04-33	TCI Telephony of CT, Inc.	8/21/96	y	statewide	222 New Park Drive, Berlin, CT 06037
30	97-04-28	Tel-Save, Inc. d/b/a The Phone Company	7/9/97	y	statewide	6805 Route 202, New Hope, PA 18938
31	97-09-42	Teleglobe USA, Inc.	11/5/97	y	statewide	1751 Pinnacle Road, Suite 1600, McLean, VA 22102
		Total Tel, Inc. f/k/a TotalTel USA				
32	97-09-02	Communications, Inc.	10/15/97	y	statewide	150 Clove Road, 8th Floor, Little Falls, NJ 07424
33	97-08-15	USN Communications Long Distance, Inc.	10/15/97	y	statewide	10 South Riverside Plaza, Suite 401, Chicago, IL 60606
					Onby, Bgpt, Wlby, N Hvn, Hld West, Strfld, Torrgrn, Danielson, NL	7799 Leesburg Pike, Suite 401 S., Tyson's Corners, VA 22043
34	96-04-09	Winstar Wireless of CT	5/15/96	y		
35	96-01-18	WorldCom, Inc. d/b/a LDDS WorldCom	2/28/96	y	statewide	515 East Amite St., Jackson, MS 39201
		ZipCall Long Distance, Inc. f/k/a Message				
36	97-08-05	Center Long Distance, Inc.	9/17/97	y	statewide	40 Woodland Street, Hartford, CT 06105
37	97-06-07	A.R.C. Networks, Inc.			Hld E, W, C	160 Broadway, Suite 908, New York, NY 10038
38	97-10-39	Atlas Communications, Ltd.			statewide	482 Norristown Road, Blue Bell, PA 19422
39	97-10-10	Calls For Less (CfL)			statewide	9915 South 148th Street, Omaha, NE 68138
40	97-12-09	CTC Communications Corp.			statewide	360 Second Avenue, Waltham, MA 02154
41	97-09-28	LEC-Link			statewide	14087 Old Hickory Blvd., Antioch, TN 37013
42	97-11-02	LGM Communications, Inc.			statewide	955 Connecticut Avenue, Suite 5225, Bridgeport, CT 06607
43	97-09-25	MiComm Services, Inc.			statewide	5215 O'Connor, Suite 300, Irving, TX 75039
44	97-09-18	Onsite Access Local LLC			statewide	660 White Plains Road, Tarrytown, NY 10591
45	97-10-16	Quintelco, Inc.			statewide	1 Blue Hill Plaza, Pearl River, NY 10965
46	97-10-32	Sterling International Funding d/b/a Reconex			statewide	9620 SW Barbur Blvd., Suite 330, Portland, OR 97219-6000
47	97-12-24	Teligent, Inc.			statewide	8065 Leesburg Pike, Vienna, VA 22182
48	97-10-07	U S WEST Interprise America, Inc.			statewide	1999 Broadway, Suite 700, Denver, CO 80202
49	97-09-26	U.S. Telco, Inc. d/b/a UST Communications			statewide	5215 O'Connor, Suite 300, Irving, TX 75039
50	97-09-30	USN Communications Northeast, Inc.			statewide	10 S. Riverside Plaza, Suite 401, Chicago, IL 60606

ATTACHMENT D

AUTHORIZED INTRASTATE TOLL CARRIERS

INTRASTATE TOLL
APPLICANTS

I:\agency\agcyinfo\telcom\tollcomp					
	<u>COMPANY NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE No.</u>	<u>DOCKET No.</u>	<u>Date</u>
		Status Column *=approved; p=pending; r=revoked; w=withdrawn; x=denied			
1	360 ⁰ Long Distance, Inc. Corporation	8725 West Higgins Road, Chicago, IL 60631	(312) 399-2500	96-11-11	2/19/97 *
2	ACC Long Distance of CT Corp.	39 State Street, Rochester, NY 14614	(716) 987-3180	94-01-03	8/3/94 *
3	Access Network Services, Inc.	8201 Preston Rd., Suite 350, Dallas, TX 75225	(214) 692-4056	95-06-25	2/7/96 *
4	Access Point, Inc.	1100 Crescent Green, Suite 109, Cary, NC 27511	(919) 851-4838	97-07-04	10/28/97 *
5	ACSI, Inc.	131 National Business Parkway, Suite 100, Annapolis Junction, MD 20701	()	97-08-19	11/19/97 *
6	Advanced Management Services, Inc.	3030 North Central Avenue, Suite 710, Phoenix, AZ 85012	(602) 248-9379	97-07-20	12/3/97 *
7	Advanced Telecommunication Network, Inc. d/b/a ZENEZ (merged into ZENEX)	3705 West Memorial, Suite 101-Z, Oklahoma City, OK 73134	(405) 749-9999	95-10-04	3/27/96 *
8	Affinity Corporation	20875 Crossroad Circle, Suite 400, Waukesha, WI 53186	(414) 798-3885	95-10-21	10/30/96 *
9	Affinity Network Incorporated	6701 Democracy Blvd., Suite 811, Bethesda, MD 20817	(301) 564-5555	95-07-15	4/16/97 *
10	All American Telephone, Inc.	9001 Airport Freeway Road, Suite 570, No. Richland Hills, TX 76180	(817) 251-0954	96-10-32	5/14/97 *
11	Allnet Communication Services, Inc.- (Acquired by Frontier Corporation)	30300 Telegraph Road, Bingham Farms, MI 48025	(800) 783-2020	93-08-21	3/2/94 *
12	America's Telenetwork Corp.	720 Hembree Place, Roswell, GA 30076	(770) 751-1820	97-04-14	10/8/97 *
13	American Business Alliance, Inc.	220 Division St., Kingston, PA 18704	(717) 283-9247	96-05-02	7/17/96 *
14	American Express Telecom, Inc.	4315 South 2700 West, Salt Lake City, UT 84184	(801) 965-5400	95-07-21	10/13/95 *
15	American Long Lines, Inc.	410 Horsham Road, Horsham, PA 19044	(215) 442-9000	96-10-21	1/29/97 *
16	American Telco, Inc. (Preferred)	100 Waugh Dr., Suite 200, Houston, TX 77007	(713) 862-2000	96-03-24	6/20/96 *
17	American Telecommunications Enterprises	P. O. Box 6544, Syracuse, NY 13217	(315) 453-2323	95-01-02	6/28/95 *
18	American Telecommunications Systems, Inc.	7207 Whipple, NW, North Canton, OH 44720	(330) 490-2263	97-02-12	7/2/97 *
19	Ameritech Communications International	2000W. Ameritech Center Drive, Loc 4G58, Hoffman Estates, IL 60196	(847) 248-3370	96-05-12	7/17/96 *

INTRASTATE TOLL
APPLICANTS

20	AmeriVision Communications, Inc.	80001 South I-35, Suite 101, Oklahoma City, OK 73149	(800) 800-7550	95-03-32	9/20/95	*
21	Apollo Communications Services, LLC	2550 W. Golf Road, Suite 900, Rolling Meadows, IL 60008	(847) 427-7000	96-07-27	9/25/96	*
22	Association Administrators, Inc.	180 E. Main Street, Smithtown, NY 11787	(516) 724-9600	97-04-26	7/9/97	*
23	AT&T Communications of New England, Inc.	32 Avenue of the Americas, New York, NY 10013	(800) 222-0300	93-07-18	8/25/93	*
24	ATCALL, Inc.	1100 No. Glebe Rd., Suite 700, Arlington, VA 22201	(703) 522-5252	95-10-07	1/3/96	*
25	Athena International, L.L.C.	One Shell Square, 701 Poydras, Suite 675, New Orleans, LA 70139	(504) 522-3450	95-12-10	2/21/96	*
26	Atlas Communications, Ltd.	900 Commercial Bldg., Kalamazoo, MI 49007	(616) 381-8844	96-03-12	6/26/96	*
27	Atlas Equity, Inc. d/b/a Performance Telecom	4100 Newport Place, Suite 400, Newport Beach, CA 94261	(714) 789-1010	97-09-15	12/31/97	*
28	Bell South Long Distance, Inc.	32 Perimeter Center East, Atlanta, GA 30346	(770) 352-3000	97-01-10	7/23/97	*
29	BLT Technologies f/k/a Bottom Line Telecommunications, Inc. (now a subsidiary of WorldCom)	515 East Amite Street, Jackson, MS 39201	(601) 360-8700	94-05-15	12/14/94	*
30	Brooks Fiber Communications of CT, Inc.	425 Woods Mill Road South, Suite 300, Town and Country, MO 63017	(314) 878-1616	94-04-22	10/19/94	*
31	Budget Call Long Distance, Inc.	180 South Clinton Ave., Rochester, NY 14646	(716) 777-8000	93-08-26	3/2/94	*
32	Buehner-Fry, Inc.	62975 Boyd Acres Rd, Bend, OR 97701-8237	(800) 777-1864	96-07-16	6/18/97	*
33	Business Discount Plan, Inc.	3780 Kilroy Airport Way, Long Beach, CA 90806	(714) 798-7000	96-10-28	4/23/97	*
34	Business Long Distance, Inc.	2 Linden St., Suite 304, Reading, MA 01860	(617) 944-6663	95-12-04	3/6/96	*
35	Business Options, Inc.	8380 Louisiana Street, Merriville, IN 46410	(219) 462-6722	96-03-14	5/8/96	*
36	Business Telcom, Inc.	4300 Six Forks Road, Suite 500, Raleigh, NC 27609	(919) 510-7000	95-08-37	3/6/96	*
37	Cable and Wireless Communications, Inc.	1919 Gallows Road, Vienna, VA 22182		91-12-20	4/22/92	*
38	Cablevision LightPath Of CT	111 New South Road, Hicksville, NY 11801		95-07-19	7/17/96	*
39	Capital Telecommunications, Inc.	96 South George Street, York, PA 17401	(800) 673-4340	92-07-20	9/29/93	*
40	Caprock Communications Corp.	2 Galleria Tower, Suite LB-46, 13455 Noel Road, Dallas, TX 75240	(972) 788-4800	97-03-10	10/8/97	*
41	Century Telecommunications, Inc.	208 South Guadalupe Street, P. O. Box 847, San Marcos, TX 78667	(512) 353-1155	95-09-01	3/6/96	*
42	Cincinnati Bell Long Distance	36 East Seventh Street, Suite 2100, Cincinnati, OH 45202	(513) 369-2100	96-08-14	3/19/97	*

INTRASTATE TOLL
APPLICANTS

43	Citizens Telecommunications Company	3 High Ridge Road, Stamford, CT 06905	(203) 329-8800	96-02-13	5/8/96	*
44	Clarity Telcom LD Network Services, Inc.	478 Wheelers Farms Road, Milford, CT 06460	(203) 882-3700	97-01-21	9/3/97	*
45	Cleartel Communications	1232-22nd Street, N.W., Washington, DDC 20037	(202) 463-8500	97-08-20	12/31/97	*
46	Comcast Telephony Communications of CT, Inc.	1500 Market Street, Philadelphia, PA 19102-2148	(215) 981-8593	97-08-11	10/22/97	*
47	Comdata Telecommunications Servcs, Inc.	5301 Maryland Way, Brentwood, TN 37027	(615) 370-7000	96-01-19	2/28/96	*
48	Common Concerns, Inc.	The Knickerbocker Bldg., 2722 Eastlake Ave., East Seattle, WA 98102	(206) 519-6962	96-05-09	10/30/96	*
49	Connecticut Telephone and Communication Systems, Inc.	1271 South Broad Street, Wallingford, CT 06492	(203) 269-4400	96-03-16	7/31/96	*
50	ConnectOne Communications Corporation	711 Westchester Avenue, White PLains, NY 10604	(914) 289-1338	97-01-05	3/25/97	*
51	Connetco Corporation d/b/a Communications Network Corp.	14 Bradley Ave., Staten Island, NY 10314	(718) 698-1000	95-05-02	11/13/96	*
52	ConQuest Long Distance Corp.	5500 Frantz Rd, Suite 125, Dublin, OH 43017	(614) 791-3439	96-03-23	7/31/96	*
53	Consolidated Communications Telcom Services, Inc. (formerly Midwest Fibernet, Inc.)	121 South 17th Street, Mattoon, IL 61938	(217) 235-4432	94-10-15	2/22/95	*
54	Corporate Services Telcom, Inc.	360 Merrimac St., Bldg 5, Lawrence, MA 01843	(508) 681-1222	96-06-02	10/16/96	*
55	Cox Connecticut Telcom, L. L. C.	801 Parker Street, Manchester, CT 06040	(860) 512-5000	97-03-26	7/9/97	*
56	CRG International, Inc. d/b/a Network One	2161 Newmarket Parkway, Suite 162, Marietta, GA 30067	(404) 980-7600	93-09-06	8/24/94	*
57	CTN Telephone Network, Inc.	701 B Street, Suite 1450, San Diego, CA 92101	(619) 699-5382	96-10-29	1/29/97	*
58	Custom Network Solutions, Inc.	311 W. 43rd Street, Suite 1405, New York, NY 10036	(212) 245-2202	97-01-06	6/18/97	*
59	Cyberlink, Inc.	5855 Topanga Canyon Blvd., Suite 520, Woodland Hills, CA 91367	(818) 888-7600	94-09-19	7/26/95	*
60	D.D.D. Calling	5120 Woodway, Suite 8020, Houston, TX 77056	(713) 626-1661	96-04-26	7/17/96	*
61	DeltaCom of Alabama, Inc. f/k/a DeltaCom, Inc., d/b/a DeltaCom Long Distance Services	113 South Main Street, Arab, AL 35016	(205) 586-2715	96-12-15	5/21/97	*

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APPLICANTS

62	DeltaTel, Inc.	1030 Delta Blvd., Hartsfield Atlanta International Airport, P. O. Box 45811, Atlanta, GA 30320-58111	(800) 335-8279	95-12-20	5/8/96	*
63	Dial & Save of CT, Inc., d/b/a Dial & Save	4219 Lafayette Center Dr., Chantilly, VA 22021	(703) 631-5600	94-12-08	8/2/95	*
64	Discount Network Services, Inc.	20217 Ann Arbor Trail, Suite 101, Dearborn Heights, MI 48127	(313)-982-3001	96-12-13	3/5/97	*
65	Eastern Telecommunications, Inc.	366 Pearsall Ave., Suite One, Cedarhurst, NY 11516	(516) 239-5500	96-07-01	5/14/97	*
66	Easton Telcom Services, Inc.	4646 W. Streetsboro Road, P. O. Box 550, Richfield, OH 44286	(800) 222-8122	96-05-21	8/28/96	*
67	Econophone, Inc.	1450 37th Street, Brooklyn, NY 11218	(717) 437-8600	96-06-11	11/13/96	*
68	Electric Lightwave, Inc.	8100 NE Parkway Drive, Suite 150, Vancouver, WA 98662	(360) 816-3236	97-01-16	4/30/97	*
69	Epoch Networks, Inc. f/k/a HLC Internet, Inc.	18201 von Karman, Suite 500, Irvine, CA 92612-1005	(714) 474-4950	96-09-19	1/29/97	*
70	Equal Net Communications, Inc.	P. O. Box 441085, Houston, TX 77244-1085	(713) 493-4411	94-03-08	11/23/94	*
71	EQuality, Inc.	300 Church Street, Yalesville, CT 06492	(203) 265-4995	93-08-10	2/16/94	*
72	Excel Telecommunications, Inc.	8750 N. Central Expressway, Lcok Box #6, Dallas, TX 75231	(214)863-8700	95-10-22	1/24/96	*
73	Executone Information Systems, Inc.	6 Thorndal Circle, Darien, CT 06820	(203) 655-6500	93-10-05	8/3/94	*
74	Five Star Telcom, Inc.	634 Grand Ave., Suite 302, Los Angeles, CA 90017		96-07-06	11/6/96	*
75	Florida Network, U.S.A., Inc.	40 South Palafox Ave., Pensacola, FL 32501	(800) 333-4722	95-03-27	4/3/96	*
76	Frontier Communications International, Inc. f/k/a RCI Long Distance, Inc.	180 South Clinton Avenue, Rochester, NY 14646	(716) 777-8000	93-11-31	7/13/94	*
77	Frontier Communications of the West (formerly West Coast Telecommunications, Inc.)	180 South Clinton Avenue, Rochester, NY 14646	(716) 777-8456	93-10-05	10/19/94	*
78	GE Capital Communication Services Corporation d/b/a GE Exchange and GE Capital Exchange	6540 Powers Ferry Road, Atlanta, GA 30339	(800) 775-4322	93-11-18	9/28/94	*
79	Gillette Global Network, Inc.	725 Fifth Ave., 17th Fl, New York, NY 10022	(212) 906-0100	96-01-05	5/23/96	*
80	Global Tel*Link Corporation	2609 Cameron Street, Mobile, AL 36607	(334) 479-4500	96-07-25	3/25/97	*
81	Global Telemedia International, Inc.	500 Northridge Road, Suite 780, Atlanta, GA 30350	(404) 642-4888	95-11-17	1/8/97	*

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APPLICANTS

82	Global Telephone Corporation	8 Newberry Street, 6th Floor, Boston, MA 02116 3203	(617) 267-5500	97-01-17	7/23/97	*
83	GLOBALCOM TELECOMMUNICATIONS	111 Presidential Blvd., Bala Cynwyd, PA 19004	(800) 700 0484	96-10-26	5/21/97	*
84	Group Long Distance, Inc.	1451 W. Cypress Creek Road, Ft. Lauderdale, FL 33309	(305) 771-9696	96-04-16	10/16/96	*
85	GST Totalnet a/k/a GST Net Inc.	2900 Wesleyan, Suite 250, Houston, TX 77027	(713) 966-7000	97-03-09	7/16/97	*
86	GTE Communications Corporation f/k/a GTE Card Services, Inc.	1200 Walnut Hill Lane, Suite 2600, Irving, TX 75308	(713) 714-0244	95-04-01	5/26/96	*
87	GTE Telecommunications Services, Inc.	201 North Franklin Street, P. O. Box 2924, Tampa, FL 33602	(813) 273-3000	94-04-28	3/15/95	*
88	GTN d/b/a Global Telecom Network	2400 W Cypress Creek Rd., Suite 205, Ft. Lauderdale, FL 33309	(305) 491-7200	96-03-42	11/13/96	*
89	Heartline Communications, Inc.	16416 Northchase, Suite 290, Houston, TX 77060	(800) 569-2200	95-04-27	10/13/95	*
90	Hertz Technologies, Inc.	5601 Northwest Expressway, Oklahoma City, OK 73132	(405) 728-6137	93-09-12	7/27/94	*
91	Home Owners Long Distance, Inc.	8000 Vantage, Suite 2001, P. O. Box 690670, San Antonio, TX 78269	(210) 525-8152	96-03-40	11/13/96	*
92	Hospitality Communications Corporation	1575 Spinnaker Drive, Suite 204, Ventura, CA 93001	(805) 650-6461	96-09-20	1/31/96	*
93	Host Network, Inc.	9401 Wilshire Boulevard, Suite 501, Beverly Hills, CA	(310) 858-5700	96-03-36	10/16/96	*
94	I-Link Communications, Inc. f/k/a Family Telecommunications, Inc.	3800 N. Central Avenue, Suite B-1, Phoenix, AZ 85012	(602) 222-9227	96-09-21	7/9/97	*
95	IDEALDIAL Corporation	910 15th Street, Suite 900, Denver, CO 80202	(303) 534-0300	95-10-01	4/9/96	*
96	Inacom Communications, Inc.	10810 Farnam Drive, Omaha, NE 68154	(402) 392-3900	94-09-27	5/17/95	*
97	Innovative Telcom Corp.	Two Harrison Street, Nashua, NH 03060	(603) 889-8411	96-04-14	4/16/97	*
98	Insurance Information Exchange, L.L.C.	3001 East Bypass, College Station, TX 77845	(409) 694-7400	97-06-17	9/10/97	*
99	Integrated Teletechnologies, Inc.	2600 Netherland Ave., #521, Riverdale, NY 10463	(212) 661-2008	94-06-59	2/15/95	*
100	Intelicom International Corporation	28050 U. U. Highway 19 North, Suite 202, Clearwater, FL 34621	(813) 797-9000	96-07-29	12/18/96	*
101	Intellicall Operator Services, Inc.	2155 Cherault, Suite 410, Carrollton, TX 75006	(214) 416-0022	94-02-12	9/7/94	*

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APPLICANTS

102	INTELNET Services of North America, Inc. f/k/a A.B.T.S. International Corp. d/b/a Intelenet	432 Kelley Drive, West Berlin, NJ 08091	(609) 768-3737	96-02-20	5/23/96	*
103	Intercontinental Communications Group, Inc. d/b/a ICLD	1801 South Federal Highway, Suite 305, Delray Beach, FL 33483	(407) 274-8044	96-10-20	3/5/97	*
104	Intermedia Communications, Inc.	3625 Queen Palm Drive, Tampa, FL 33619- 1309	(813) 621-0011	96-12-09	4/9/97	*
105	International Charity Network, Inc.	120 University Park Drive, Suite 150, Winter Park, FL 32792	(407) 679-5455	97-05-16	8/27/97	*
106	International Discount Telecommunications Corporation	294 State Street, Hackensack, NJ 07601	(201) 928-1000	94-06-42	10/19/94	*
107	International Exchange Networks, Ltd.	88 Pine Street, New York, NY 10005	(212) 825-9060	97-02-03	4/23/97	*
108	International Telcom, Ltd.	417 Second Ave. West, Seattle, WA 98119	(800) 959-5255	97-04-08	7/23/97	*
109	International Telecommunications Corp.	101 Convention Center Drive, Suite 1000, Las Vegas, NV 89109	(702) 732-1888	96-10-30	1/15/97	*
110	International Telephone Group, Inc.	1300 Mt. Kemble Ave., Morristown, NJ 07960		96-04-04	1/31/96	*
111	IXC Long Distance, Inc.	1122 Capital of Texas Highway South, Austin, TX 78746	(512) 328-1112	95-03-04	9/6/95	*
112	J.D. Services, Inc.	1844 South 3850 West, Salt Lake City, UT 84101	(801) 972-4090	95-10-31	2/21/96	*
113	KCI Long Distance, Inc.	500 South Salina St., Syracuse, NY 13202	(800) 359-5319	95-01-24	6/21/95	*
114	LCI International Telecom Corp.	8180 Greensboro Drive, Suite 800, McLean, VA 22102	(703) 714-1189	93-08-23	6/30/94	*
115	LDM Systems, Inc.	254 South Main Street, Main Floor, New City, NY 10956		93-06-11	9/28/93	*
116	Long Distance Direct Holdings, Inc.	1 Blue Hill Plaza, Suite 1430, Pearl River, NY 10965	(914) 620-0765	96-07-05	11/13/96	*
117	Long Distance International, Inc. (LDII)	888 S. Andrews Ave., Ft. Lauderdale, FL 33316	(954) 522-3300	97-02-15	5/28/97	*
118	Long Distance of Michigan, Inc., d/b/a LDMA Long Distance	8801 Conant Ave., Hamtramck, MI 48211-1403	(313) 873-5500	97-04-09	10/28/97	*
119	Long Distance Services, Inc.	4699 North Federal Highway, Pompano Beach, FL 33064	(407) 279-0033	95-10-02	3/20/96	*
120	Long Distance Wholesale Club	1401 Wilson Boulevard, 11th Floor, Arlington, VA 22209	(703) 243-4600	96-03-13	4/9/97	*
121	Lyrihn Communications, Inc.	3162 North Broadway, Chicago, IL 60657	(800) 439-1218	96-01-23	4/25/96	*

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APPLICANTS

122	Matrix Telecom, Inc.	9003 Airport Freeway, Suite 340, Fort Worth, TX 76180	(817) 581-9380	95-08-30	11/8/95	*
123	MCI Metro Access Transmission Services d/b/a Access Transmission Services, f/k/a Western Union ATS Inc.	2250 Lakeside Boulevard, Richardson, TX 75802		93-03-12	1/26/94	*
124	MCI Telecommunications Corporation	Eastern Division, Five International Drive, Rye Brook, NY 10573	(800) 444-3333	93-08-27	10/7/93	*
125	McLeodUSA Telecommunications Services	Town Centre, Suite 500, 221 Third Avenue, S.E., Cedar Rapids, IA	(319) 298-7000	96-12-01	4/16/97	*
126	Meridian Telecom Corporation	302 Legends Way, Woodstock, GA 30189	(770) 926-5512	97-01-13	5/21/97	*
127	Metracom Corp.	239 Causeway Street, Boston, MA 02114	(617) 227-3050	96-05-20	11/20/96	*
128	Metrolink Communications, Inc., f/k/a GlobalOne, Inc.	70 West Madison, Suite 5500, Chicago, IL 60602	(800) 910-3799	96-02-19	5/8/96	*
129	Metropolitan Fiber Systems of Fairfield, Inc	One Tower Lane, Oakbrook Terrace, IL 60181		91-12-25	5/21/92	*
130	Mid-Com Communications, Inc.	1601 Fifth Avenue, Suite 1000, Seattle, WA 98101	(206) 628-8000	94-04-24	10/26/94	*
131	Mode 1 Communications, Inc.	107 Selden Street, Berlin, CT 06037	(888) 881-6633	97-02-05	6/25/97	*
132	National Accounts, Inc.	119 Cherry Hill Road, Parsippany, NJ 07054	(800) 235-3530	95-10-27	3/27/96	*
133	National Communications Association, Inc.	16 E. 34th St., 15th Fl, New York, NY 10016	(212) 683-8585	94-04-08	8/13/94	*
134	National Telephone & Communications, Inc.	2801 Irvine, CA 92614	(714) 251-8085	94-06-46	3/28/95	*
135	NET-tel Corporation d/b/a Four Seasons Long Distance	11921 Freedom Drive, Suite 550, Reston, VA 20190	(703) 904-4304	96-10-27	12/18/96	*
136	NeTel, Inc.	6300 NE First Ave., 3rd Floor, Ft. Lauderdale, FL 33334	(305) 776-9100	95-03-08	2/7/96	*
137	Network Enhanced Technologies, Inc.	12340 Santa Monica Boulevard, Suite 300, Los Angeles, CA 90025	(310) 979-3155	96-09-11	12/18/96	*
138	Network Long Distance, Inc.	3844 Convention Street, Baton Rouge, LA 70806	(504) 343-3125	93-10-04	10/26/94	*
139	Network Plus, Inc.	234 Copeland Street, Quincy, MA 02169	(617) 786-4000	94-06-40	11/9/94	*
140	New Century Telcom, Inc.	8180 Greensboro Drive, Suite 700, McLean, VA 22102	(703) 714-1322	97-09-01	11/26/97	*
141	New Media Telecommunications, Inc.	4225 Executive Squared, Suite 1070, LaJolla, CA 92037	(619) 558-3333	97-10-21	1/21/98	*
142	Norstan Netowrk Services, Inc.	6900 Wedgewood ROad, P. O. Box 9003, Maple Grove, MN 55311	(612) 420-1344	94-04-06	2/1/95	*

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143	North American Communications Control, Inc.	114 East 32nd Street, suite 401, New York, New York 10016	(516) 232-4400	95-10-10	4/9/96	*
144	North American Telephone Network, LLC	1117 Perimeter Center West, Suite 510, Atlanta, GA 30338	(770) 667-5779	96-03-07	4/30/97	*
145	Northeast Networks, Inc.	One North Broadway, White Plains, NY 10601-2310		94-07-19	12/29/94	*
146	NOS Communications, Inc.	6701 Democracy Boulevard, Suite 811, Bethesda, MD 20817	(301) 564-5555	94-01-01	10/19/94	*
147	NOSVA, Limited Partnership	6701 Democracy Boulevard, Suite 811, Bethesda, MD 20817	(301) 564-5555	93-12-55	9/28/94	*
148	OCOM Corporation	438 East Wilson Bridge Road, Worthington, OH 43085	(800) 686-1234	95-05-06	11/1/95	*
149	One Call Communications, Inc.	801 Congressional Boulevard, Carmel, IN 46032	(317) 843-1300	96-02-09	7/10/96	*
150	One Step Billing, Inc.	1201 S.W. 21st Street, Boca Raton, FL 33486	(561) 416-8931	97-04-27	10/28/97	*
151	One To One Communications, Inc.	1509 Government Street, Suite 500, Mobile, AL 36604	(205) 479-9400	94-12-04	4/20/95	*
152	OneStar Long Distance, Inc.f/k/a Telstar f/k/a Providence TMC	1110 Professional Boulevard, Evansville IN 47714	(812) 471-5850	91-12-04	1/26/94	*
153	Optex, Inc.	4880 Blazer Parkway, Dublin, OH 43017	(614) 793-8443	96-04-36	9/4/96	*
154	Overlook Communications InterNational Corporation	3900 North Causeway Boulevard, Suite 1275, Metairie, LA 70002	(504) 832-1984	96-08-13	12/18/96	*
155	Pantel Communications, Inc.	P. O. Box 787, DeKalb, IL 60115-0787	(815) 748-5488	95-06-23	11/8/95	*
156	Partner Communications Group, LLC	Twin Lake Commons, 999 Foxon Road, North Branford, CT 06471	(203) 484-2737	96-10-04	11/20/96	*
157	Pathfinder Communications, Inc.	330 Little York-Pattensburg Road, Milford, NJ 08848	(813) 765-9003	95-04-09	11/21/95	*
158	Phoenix Network, Inc.	550 California Street, 11th Floor, San Francisco, CA 94111	(415) 399-3300	93-12-51	7/20/94	*
159	PNG Telecommunications, Inc.	4839 Business Center Way, Cincinnati, OH 45246	(513) 942-7979	96-04-34	8/21/96	*
160	Preferred Carrier Services, Inc.	1425 Greenway Drive, Suite Suite 210, Irving, TX 95038	(214) 752-1378	96-08-12	1/22/97	*
161	Preferred Telecom, Inc.	12655 North Central Expressway, #800, Dallas, TX 75243	(214) 726-1939	96-04-08	9/11/96	*

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162	Premiere Communications, Inc.	3399 Peachtree Road NE, Suite 400, Atlanta, GA 30326	(800) 725-1000	95-11-04	9/11/96	*
163	Primus Telecommunications, Inc.	8180 Greensboro Drive, Suite 1100, MacLean, VA 22102	(703) 848-4626	95-10-05	1/3/96	*
164	Professional Communications Management Services, Inc. d/b/a PROCOM	Route 3, Box 69G, Bruceton Mills, WV 26525	(800) 296-7030	94-01-18	11/2/94	*
165	PT-1 Communications, Inc. f/k/a PHONETIME, Inc.	30-60 Whitestone Expressway, Flushing, NY 11354	(718) 939-9000	96-06-12	8/21/96	*
166	PTT Telekom, Inc.	455 South Orange, 3rd Floor, Orlando, FL 32801	(407) 740-8575	97-04-19	9/10/97	*
167	Quest Telecommunications, Inc.	100 Hartsfield Centre, Suite 400, Atlanta, GA 30354	(404) 209-0945	93-11-12	6/15/94	*
168	Qwest Communications Corporation	555 17th Street, Denver, CO 80202	(303) 291-1400	95-12-03	3/27/96	*
169	RCN Long Distance Company f/k/a Commonwealth Long Distance Co.	105 Carnegie Center, Princeton, NJ 08540	(609) 734-3750	95-08-21	5/23/96	*
170	RRV Enterprises, Inc. d/b/a Consumer Access	5120 Woodway, Suite 8020, Houston, TX 77056	(713) 626-1661	96-05-26	9/4/96	*
171	S.V.V. Sales, Inc. d/b/a Arcada Communications	2001 6th Avenue, Suite 3210, Seattle, WA 98121-2516	(206) 441-5022	95-08-02	1/8/97	*
172	SBR, Inc.	2116 Second Avenue South, Minneapolis, MN 55404	(612) 829-1020	97-09-37	1/21/98	*
173	Shared Communications Services, Inc.	1095-25th Street SE, Suite 101, Salem, OR 97301	(503) 399-7000	96-10-13	1/8/97	*
174	SmarTalk TeleServices, Inc.	1640 South Sepulveda Blvd., Suite 500, Los Angeles, CA 90025	(310) 535-6000	95-06-08	9/6/95	*
175	SmarTel Communications	120 Boylston Street, Boston, MA 02116	(617) 338-6000	95-06-14	6/20/96	*
176	SNET America, Inc.	127 Washington Avenue, North Haven, CT 06473	(203) 771-0902	97-03-17	6/25/97	*
177	Sprint Communications Company, L.P.	8140 Ward Parkway, P. O. Box 8417, Kansas City, MO 64114-0417	(800) 877-4000	89-12-16	8/8/90	*
178	Sprint Spectrum, L.P.	4900 Main Street, 12th Fl, Kansas City, MO 64112		96-11-16	4/23/97	*
179	Starlink Communications, L.L.C.	1200 Fifth Avenue, Suite 1301, Seattle, WA 98101	(206) 622-7100	95-11-14	3/27/96	*
180	Startec, Inc.	10411 Motor City Drive, Suite 301, Bethesda, MD 20871	(301) 365-8959	97-04-34	7/16/97	*